

NOTICE is hereby given that the **Twenty Fourth Annual General Meeting** of the members of Gokul Refoils and Solvent Limited will be held on **Wednesday, the 27th September, 2017, at 11.00 A.M.** at the Registered Office of the Company at State Highway No 41, Nr. Sujapur Patia, Sidhpur – 384151, North Gujarat, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt :
 - (a) the Audited Financial Statement of the Company for the financial year ended March 31, 2017, and the reports of the Board of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2017, and the reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Dharmendrasinh Rajput (DIN: 03050088), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s M. M. Thakkar & Co., Chartered Accountants, Rajkot (ICAI Registration No. 110905W) be and are hereby appointed as Statutory Auditors of the Company in place of M/s. M. R. Pandhi and Associates, Chartered Accountants (ICAI Registration No.: 112360W), Ahmadabad whose tenure expires at the conclusion of this Annual General Meeting, at such remuneration as may be agreed upon between the Board of Directors of the Company and the said Auditors.

RESOLVED FURTHER THAT M/s. M. M. Thakkar & Co., Chartered Accountants, shall hold office for a period of five years, from the conclusion of this Twenty Fourth Annual General Meeting till the conclusion of Twenty Ninth Annual General Meeting of the Company (subject to ratification of the appointment by Members at every Annual General Meeting held after this Annual General Meeting).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

4. **Re-appointment of Mr. Bipinkumar Thakkar as a Whole Time Director- Legal of the Company:-**

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of sections 196, 197 and read with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and recommendation made by Nomination and Remuneration Committee, consent of the Company be and is hereby accorded to the re-appointment of Mr. Bipinkumar Thakkar (DIN : 06782371) as Whole time Director, designated as Whole time Director - Legal for further period of 3 (Three) years from 16th January, 2017 on the terms and conditions including remuneration as mentioned below :-

(a) Remuneration:

Within the prescribed limits specified in Schedule V of the Companies Act, 2013 including any statutory modifications or re-enactment thereof and other applicable provision of Companies Act, 2013 which may or may not comprise salary, allowances and perquisites as may be determined by the Board of Directors from time to time and agreed by Shri Bipinkumar Thakkar provided that perquisites shall be evaluated as per Income Tax Act and Rules whenever applicable.

(b) General:

- (i) The Whole time Director-Legal will perform his respective duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- (ii) The Whole time Director-Legal shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Whole time Director-Legal shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- (iv) The office of the Whole time Director-Legal may be terminated by the Company or the concerned Director by giving the other 3 (three) months prior notice in writing.

RESOLVED FURTHER THAT notwithstanding to the above in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Bipinkumar Thakkar as Whole time Director-Legal of the Company, the remuneration payable to him shall be in accordance with limit prescribed in section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and to decide breakup of the remuneration within the above said

maximum permissible limit.”

5. Ratification of remuneration of Cost Auditors:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 (3) and all other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s Ashish Bhavsar & Associates, Cost Accountants in practice, having Firm Registration Number 000387 appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2017-18, of Rs 30,000/- (Rupees Thirty Thousand Only) plus service tax applicable and reimbursement out of pocket expenses incurred by them, in connection with the aforesaid audit be and is hereby ratified and confirmed.”

Ahmedabad
31st July, 2017

Registered office
State Highway No. 41,
Nr. Sujapur Patia,
Sidhpur -384 151

By Order of the Board
Vijay Kalyani
Company Secretary

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the “meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution / authority, as applicable, issued on behalf of the nominating organization.
3. The explanatory statements pursuant to Section 102 of Companies Act, 2013 relating to special business are annexed.
4. The information required under Regulation 36 of SEBI (LODR) Regulations, 2015 on Directors’ reappointment/ appointment are given below and form part of the Notice.
5. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
6. Company has uploaded the data regarding unpaid and unclaimed dividends amount lying with the Company on the web site of Company as well as on the website of the Ministry of Corporate Affairs. Investors are therefore requested to verify the data and lodge their claims of unpaid dividend, if any.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.
8. Register of Members and the Share Transfer Books of the Company will remain closed from 22nd September, 2017 to 27th September, 2017 (both days inclusive).
9. Members can avail the nomination facility by filing Form No. SH-13, as prescribed under Section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and debentures) Rules 2014 with the Company. Blank forms will be supplied on request.
10. Pursuant to the provisions of Section 108 of the Act and other applicable provisions, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from place other than the venue of the Meeting (‘remote e-voting’). In addition, the facility of voting through Ballot Paper shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM.

Instructions for Members for remote e-voting are as under :

- i. Log on to the e-voting website **www.evotingindia.com** during the voting period.
- ii. Click on “Shareholders” tab.
- iii. Now, select the “Gokul Refoils and Solvent Limited ” from the drop down menu and click on “SUBMIT”.
- iv. Now Enter your User ID.
 - (a) For CDSL: 16 digits beneficiary ID,

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- (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any Company, then your existing password is to be used. If you are a first time user follow the steps given below.
- vii. Now, fill up the following details in the appropriate boxes:

PAN	Enter your PAN issued by Income Tax Department <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
DOB OR Dividend Bank Details	Enter your Date of Birth in dd/mm/yyyy format. OR Enter the Bank Account Number as recorded in your demat account or in the Company's records for the said demat account or Folio No. Please enter any one of the details in order to login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held on cut off date i.e. September 20, 2017 in the Bank Account Number field.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice. Members holding shares in physical form will then reach directly the EVSN selection screen.
- x. Members holding shares in demat form will now reach 'Password Creation menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. Click on the EVSN for Gokul Refoils and Solvent Limited.
- xii. On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- xviii. Notes for Institutional Shareholders :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions:

- i. The remote e-voting period commences on **September 24, 2017 @ 9.00 a.m. and ends on September 26, 2017 @ 5.00 p.m.** During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **September**

20, 2017, may cast their vote through remote e-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

- II. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on **September 20, 2017**.
- III. Mr. Mohan B Vaishnav, Practising Company Secretary (Membership No.: ACS: 6407; CP No:1921), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IV. The Scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days from the conclusion of the meeting consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- V. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gokulgroup.com and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the 24th AGM of the Company held on September 27, 2017 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

Pursuant to Regulation 36 of the **SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015**, the brief profile of Directors eligible for appointment and re-appointment is as follows:

Name of Directors	Mr. Bipinkumar Thakkar	Mr. Dharmendrasinh Rajput
Date of Birth	20th April, 1969	11th September, 1989
Date of Appointment	16th January , 2014	10th June, 2016
Qualification	M.Sc (Agriculture), MBA Finance, L.L.B, DIM, PGDIM, DCP	BE (Mechanical)
Experience in specific Functional Areas	Legal and Statutory compliances under applicable laws.	Overall responsibilities of Strategic Management and policy formulation.
Names of listed entities in which the person also holds the directorship	Nil	Nil
Membership/Chairmanship of Committees of listed entities	Nil	Nil
Number of Shares held in the Company	Nil	917704
Relationship with any Director(s) of the Company	Nil	Son of Mr. Balvantsinh Rajput

**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT**

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 4:

The present term of office of Mr. Bipinkumar Thakkar as whole time Director-Legal is completed on 16th January, 2017. The Board of Directors at its meeting held on 29th November, 2016 has subject to shareholders' approval in the ensuing Annual General Meeting, reappointed Mr. Bipinkumar Thakkar as wholetime Director-Legal of the Company for further period of 3(Three) years from 16th January, 2017 on terms and conditions including remuneration as set out in the proposed resolution. The said terms and conditions including remuneration have been recommended by the Nomination and Remuneration Committee of Board of Directors.

Mr. Bipinkumar Thakkar is Competent Professional having 22 years of Experience in the field of Agriculture, Food Processing Industries and field of legal and various statutory compliances. He is looking after legal and other statutory compliances of the Company. His re-appointment would be immensely beneficial to the Company.

Brief resume of Mr. Bipinkumar Thakkar, nature of his expertise in specific functional area and names of companies in which he hold directorships and memberships/ chairmanships of Board Committees, are provided in this Notice.

The Board re-commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

None of Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution.

Item No.5

The Board of Directors of the Company on the recommendation of the Audit Committee, have approved the appointment and remuneration of M/s Ashish Bhavsar & Associates, Cost Accountant in Practice (Firm Reg. No. 000387), to conduct the audit of the cost records of the Company for the financial year ended March 31, 2018.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors)

NOTICE

Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for audit of cost records of the Company for the financial year 2017-18 as set out in the resolution for the aforesaid services to be rendered by them.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the Members.

Ahmedabad

31st July, 2017

Registered office

State Highway No. 41,

Nr. Sujanpur Patia,

Sidhpur -384 151

By Order of the Board

Vijay Kalyani

Company Secretary